

**EXHIBIT A**

Kristi A. Katsma  
DICKINSON WRIGHT PLLC  
500 Woodward Avenue  
Suite 4000  
Detroit, MI 48226  
313.223.3500

*A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession*

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

-----	X	
	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

**[PROPOSED] ORDER APPROVING SIXTH INTERIM APPLICATION FOR  
COMPENSATION OF DICKINSON WRIGHT PLLC, A KEY ORDINARY COURSE  
COUNSEL TO THE DEBTORS FOR SERVICES RENDERED  
FROM JUNE 1, 2007 THROUGH AUGUST 15, 2007**

THIS MATTER having come before the Court, on the application dated November 14, 2007 (the "Sixth Interim Application"),<sup>1</sup> wherein Dickinson Wright PLLC ("Dickinson Wright") moved this Court for an order pursuant to 11 U.S.C. §§ 330 and 331, seeking approval of compensation for services rendered by Dickinson Wright from June 1, 2007 through August 15, 2007; the Court finds that (i) it has jurisdiction over the matters raised in the Sixth Interim Application pursuant to 28 U.S.C. §§ 157 and 1334; (ii) this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); (iii) the relief requested in the Sixth Interim Application is necessary and appropriate; (iv) proper and adequate notice of the Sixth Interim Application and the hearing

---

<sup>1</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the First Interim Application

**EXHIBIT A**

thereon has been given and that no other or further notice is necessary; and (v) good and sufficient cause exists for the granting of the relief requested in the Sixth Interim Application after having given due deliberation upon the Sixth Interim Application and all of the proceedings had before the Court in connection with the Sixth Interim Application. Therefore,

IT IS HEREBY ORDERED, ADJUDGED AND DECREED THAT:

1. The Sixth Interim Application meets the requirements of the Bankruptcy Code and the compensation and reimbursement of expenses sought in the Sixth Interim Application are both fair and reasonable.

2. The Sixth Interim Application is hereby approved in its entirety, and compensation for the Sixth Interim Period in the total amount of \$55,489.50 is hereby approved, and the Debtors are hereby authorized and directed to pay Dickinson Wright the unpaid portion of such compensation, including the \$5,548.95 holdback, together with expenses incurred in the amount of \$4,820.89, to the extent remaining unpaid.

Dated: New York, New York  
\_\_\_\_\_, 2007

\_\_\_\_\_  
ROBERT D. DRAIN  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

Submitted by  
Dickinson Wright PLLC

By: /s/ Kristi A. Katsma  
Kristi A. Katsma  
DICKINSON WRIGHT PLLC  
500 Woodward Avenue  
Suite 4000  
Detroit, MI 48226  
313.223.3500

*A Key Ordinary Course Counsel for  
Debtors and Debtors-in-Possession*

DETROIT 25980-99 1003221v1